

RECORDATION NO. 15432-A

FILED

FEB 16 '99

1-40PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

February 16, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Release, dated as of June 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bailment Agreement which was previously filed with the Commission under Recordation Number 15432.

The names and addresses of the parties to the enclosed document are:

Bailor: Fleet National Bank (successor to Fleet National Bank of Connecticut, f/k/a The Connecticut National Bank)
225 Asylum Avenue
Hartford, CT 06103

Bailee: The Burlington Northern and Santa Fe Railway Company
2600 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

one hundred (100) locomotives LMX 8500 through LMX 8599.

Vernon A. Williams
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

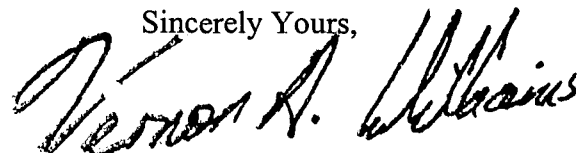
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20005-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/16/99 at 1:40PM, and
assigned recordation numbers (s): 22027, 22027-A, 21626-B, 15431-G and 15432-A

Sincerely Yours,



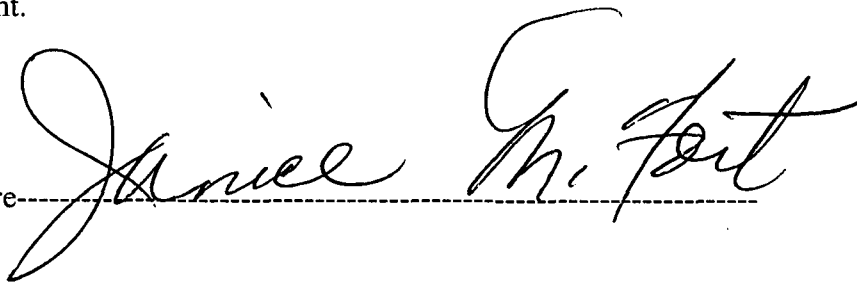
Vernon A. Williams

Enclosure(s)

130.00-Paid by(STB Acct: 22257)

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



15432-A
RECORDATION NO. FILED

MEMORANDUM OF RELEASE
OF THE BAILMENT AGREEMENT
UNDER RECORDATION NUMBER 15432

FEB 16 '99

1-40PM

THIS MEMORANDUM OF RELEASE OF THE BAILMENT AGREEMENT UNDER RECORDATION NUMBER 15432, dated as of the 30th day of June, 1998 is made by Fleet National Bank (as successor to Fleet National Bank of Connecticut (formerly known as The Connecticut National Bank)), with an address at 225 Asylum Avenue, Hartford, Connecticut 06103 (the "LMX Trustee"), LMX Corporation, a Delaware corporation, with an address at c/o T&I Funding Corporation, 1600 Summer Street, 6th Floor, Stamford, Connecticut 06904-8300 ("LMX") and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, formerly the Burlington Northern Railroad Company, with an address at 2600 Lou Menk Drive, Fort Worth, Texas 76131 ("Burlington" and, together with the LMX Trustee and LMX, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the LMX Trustee, LMX and Burlington entered into that certain Bailment Agreement (the "Bailment") dated as of December 22, 1987 in respect of the locomotives identified in Schedule A hereto (the "Equipment");

WHEREAS, the Parties wished to show for the public record the existence of the aforesaid Bailment, and accordingly the Parties caused the Bailment to be filed with the Interstate Commerce Commission on December 29, 1987 at 12:30 p.m. under Recordation Number 15432;

WHEREAS, the terms of the Bailment expire on June 30, 1998, and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the LMX Trustee hereby releases each of LMX and Burlington, LMX hereby releases each of the LMX Trustee and Burlington, and Burlington hereby releases each of the LMX Trustee and LMX from all rights and obligations arising under the Bailment and hereby releases all property including, without limitation, the Equipment, granted as security under the Bailment from the lien of the Bailment.

This memorandum may be executed in two or more original counterparts, each of which shall constitute an original, but all of which, when taken together, shall constitute but one instrument.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

FLEET NATIONAL BANK

By:



Name:

STEVEN CIMALORE

Title:

ATTORNEY-IN-FACT

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS:

On this 28TH day of OCTOBER, 1998 before me personally appears STEVEN C. MARORE, to me personally known, who by me duly sworn, says that he/~~she~~ is the ATTORNEY-IN-FACT of FLEET NATIONAL BANK (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[SEAL]

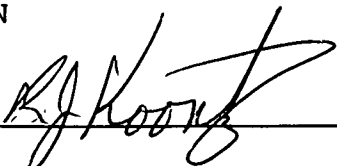
My Commission expires:


Notary Public

MELISSA A. DuMONT
NOTARY PUBLIC
MY COMMISSION EXPIRES AUG. 31, 2001

LMX CORPORATION

By:



Name:

R. J. Koontz

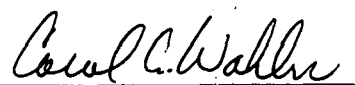
Title:

Vice President

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF ERIE)

On this 14th day of December, 1998 before me personally appears R. J. Koontz, to me personally known, who by me duly sworn, says that he/she is the Vice President of LMX CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

[SEAL]

My Commission expires:

Notarial Seal
Carol A. Wahlen, Notary Public
Erie, Erie County
My Commission Expires Dec. 12, 2002
Member, Pennsylvania Association of Notaries

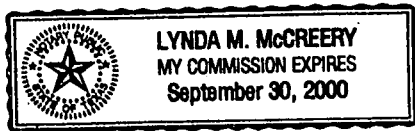
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: Harry Baldaccini
Name: HARRY Baldaccini
Title: DIRECTOR Loco Planning + Leasing

STATE OF Texas)
) SS:
COUNTY OF Tarrant)

On this 16th day of December, 1998 before me personally appears Harry K. Baldaccini, to me personally known, who by me duly sworn, says that he/she is the Vice President & General Manager of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



[SEAL]

Lynda M. McCreery
Notary Public

My Commission expires:

09/30/00

SCHEDULE A

EQUIPMENT

<u>Quantity</u>	<u>Equipment Description</u>	<u>Road Numbers</u>
100	B39-8, 3900 Horsepower, Four Axle Diesel Electric Locomotives	LMX 8500-LMX 8599